

RECORDATION NO. 26215-0 FILED

JUN 14 '11 -10 34 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

**VIA UPS 2<sup>nd</sup> DAY AIR**

June 9, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 22, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26215.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: The Yaffe Companies, Incorporated  
G & Lexington  
PO Box 916  
Muskogee, OK 74402

A description of the railroad equipment covered by the enclosed document is for thirty one (31) gondola cars having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(YACO009/A)

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ASSGN. NO.: YACO009-009A

MEMORANDUM OF LEASE

SOUTHWEST TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22<sup>nd</sup> day of March, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Yaffe Companies, Incorporated ("Lessee"), an Oklahoma corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 31, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 9 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 28, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By:

Richard F. Seymour

Name:

RICHARD F. SEYMOUR

VICE PRESIDENT OPERATIONS

Title:

By:

Susan Grokulska

Name:

SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title:

OF DOCUMENTATION

Executed on this

22<sup>nd</sup> day of

March, 2011.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this

22<sup>nd</sup> day of

March, 2011.

My Commission Expires:

6-2012  
(Notary Public)

Georgia Freiburger  
Notary Public



LESSEE:

THE YAFFE COMPANIES, INCORPORATED

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this 16 day of MARCH, 2011.

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Muskogee

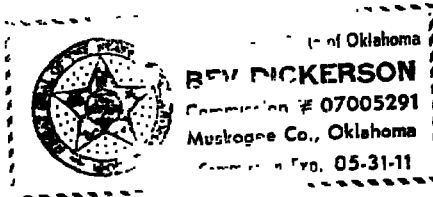
I, Bev Dickerson, a Notary Public of the County and State aforesaid, certify that Glenn Yaffe personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16 day of March, 2011.

Bev Dickerson  
Notary Public

Commission Expires:

5-31-11  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Thirty-one (31)

DESCRIPTION OF CARS:    Gondola Cars

CAR NUMBERS:

NDYX 320301  
NDYX 320324  
NDYX 320431  
NDYX 320435  
NDYX 320450  
NDYX 320451  
NDYX 320460  
NDYX 360016  
NDYX 360022  
NDYX 360025  
NDYX 360031  
NDYX 360048  
NDYX 360055  
NDYX 360056  
NDYX 360062  
NDYX 360070  
NDYX 360072  
NDYX 360081  
NDYX 360101  
NDYX 360108  
NDYX 360109  
NDYX 360116  
NDYX 360118  
NDYX 360122  
NDYX 360128  
NDYX 360129  
NDYX 360133  
NDYX 360145  
NDYX 360146  
NDYX 360167  
NDYX 360173